

IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
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DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)  
:  
Debtors. : (Jointly Administered)  
:  
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AFFIDAVIT OF SERVICE

I, Darlene Calderon, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On March 31, 2009, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via overnight mail, (ii) upon the parties listed on Exhibit B hereto via electronic notification and (iii) upon the parties listed on Exhibit C hereto via facsimile:

- 1) Notice of Proposed Sale of Liquid Cooling Technology Pursuant to Order Under 11 U.S.C. § 363 Approving Procedures to Sell Certain De Minimis Assets Free and Clear of Liens, Claims, and Encumbrances [a copy of which is attached hereto as Exhibit D]
- 2) Notice of Proposed Sale of Kinetic Spray Technology Pursuant to Order Under 11 U.S.C. § 363 Approving Procedures to Sell Certain De Minimis Assets Free and Clear of Liens, Claims, and Encumbrances [a copy of which is attached hereto as Exhibit E]

On March 31, 2009, I caused to be served the document listed below (i) upon the parties listed on Exhibit F hereto via overnight mail, (ii) upon the parties listed on Exhibit G hereto via electronic notification and (iii) upon the parties listed on Exhibit H hereto via facsimile:

- 3) Notice of Proposed Sale of Liquid Cooling Technology Pursuant to Order Under 11 U.S.C. § 363 Approving Procedures to Sell Certain De Minimis Assets Free and Clear of Liens, Claims, and Encumbrances [a copy of which is attached hereto as Exhibit D]

On March 31, 2009, I caused to be served the document listed below (i) upon the parties listed on Exhibit I hereto via overnight mail, and (ii) upon the parties listed on Exhibit J hereto via facsimile:

- 4) Notice of Proposed Sale of Kinetic Spray Technology Pursuant to Order Under 11 U.S.C. § 363 Approving Procedures to Sell Certain De Minimis Assets Free and Clear of Liens, Claims, and Encumbrances [a copy of which is attached hereto as Exhibit E]

Dated: April 3, 2009

/s/ Darlene Calderon

Darlene Calderon

State of California  
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 3rd day of April, 2009, by Darlene Calderon, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Shannon J. Spencer

Commission Expires: 6/20/10

## EXHIBIT A

Company	Contact	Address1	Address2	City	State	Zip	Phone	Party/Function
Davis, Polk & Wardwell	Donald Bernstein Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4092 212-450-4213	Counsel to Debtor's Postpetition Administrative Agent
Fried, Frank, Harris, Shriver & Jacobson	Brad Eric Sheler Bonnie Steingart Jennifer L Rodburg Richard J Slivinski	One New York Plaza		New York	NY	10004	212-859-8000	Counsel to Equity Security Holders Committee
JPMorgan Chase Bank, NA	Richard Duker	270 Park Avenue		New York	NY	10017	212-270-5484	
JPMorgan Chase Bank, NA	Susan Atkins, Gianni Russello	277 Park Ave 8th Fl		New York	NY	10012	212-270-0426	
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue		New York	NY	10022	212-906-1370	Counsel to Official Committee of Unsecured Creditors
Simpson Thatcher & Bartlett LLP	Kenneth S. Ziman, Robert H. Trust, William T. Russell, Jr.	425 Lexington Avenue		New York	NY	10017	212-455-2000	Counsel to Debtor's Prepetition Administrative Agent, JPMorgan Chase Bank, N.A.
United States Trustee	Brian Masumoto	33 Whitehall Street	21st Floor	New York	NY	10004-2112	212-510-0500	Counsel to United States Trustee
Varnum, Riddering, Schmidt & Howlett	Michael S. McElwee	Bridge Water Place	P.O. Box 352	Grand Rapids	MI	49501	616-336-6827	

## **EXHIBIT B**

Company	Contact	Address1	City	State	Zip	Phone	Email	Party/Function
Davis, Polk & Wardwell	Donald Bernstein Brian Resnick	450 Lexington Avenue	New York	NY	10017	212-450-4092 212-450-4213	<a href="mailto:donald.bernstein@dpw.com">donald.bernstein@dpw.com</a> <a href="mailto:brian.resnick@dpw.com">brian.resnick@dpw.com</a> <a href="mailto:bonnie.steingart@friedfrank.com">bonnie.steingart@friedfrank.com</a> <a href="mailto:jennifer.rodburg@friedfrank.com">jennifer.rodburg@friedfrank.com</a> <a href="mailto:richard.slivinski@friedfrank.com">richard.slivinski@friedfrank.com</a> <a href="mailto:brad.scheler@friedfrank.com">brad.scheler@friedfrank.com</a>	Counsel to Debtor's Postpetition Administrative Agent
Fried, Frank, Harris, Shriver & Jacobson	Brad Eric Sheler Bonnie Steingart Jennifer L Rodburg Richard J Slivinski	One New York Plaza	New York	NY	10004	212-859-8000		Counsel to Equity Security Holders Committee
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue	New York	NY	10022	212-906-1370	<a href="mailto:robert.rosenberg@lw.com">robert.rosenberg@lw.com</a>	Counsel to Official Committee of Unsecured Creditors
Simpson Thatcher & Bartlett LLP	Kenneth S. Ziman, Robert H. Trust, William T. Russell, Jr.	425 Lexington Avenue	New York	NY	10017	212-455-2000	<a href="mailto:kziman@stblaw.com">kziman@stblaw.com</a> <a href="mailto:rtrust@stblaw.com">rtrust@stblaw.com</a> <a href="mailto:wrussell@stblaw.com">wrussell@stblaw.com</a>	Counsel to Debtor's Prepetition Administrative Agent, JPMorgan Chase Bank, N.A.

## **EXHIBIT C**

Company	Contact	Address1	Address2	City	State	Zip	Phone	Fax	Party/Function
Davis, Polk & Wardwell	Donald Bernstein Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4092 212-450-4213	212-450-3092 212-450-3213	Counsel to Debtor's Postpetition Administrative Agent
Fried, Frank, Harris, Shriver & Jacobson	Brad Eric Sheler Bonnie Steingart Jennifer L Rodburg Richard J Slivinski		One New York Plaza	New York	NY	10004	212-859-8000	212-859-4000	Counsel to Equity Security Holders Committee
JPMorgan Chase Bank, NA	Richard Duker	270 Park Avenue		New York	NY	10017	212-270-5484	212-270-4016	
JPMorgan Chase Bank, NA	Susan Atkins, Gianni Ru	277 Park Ave 8th Fl		New York	NY	10012	212-270-0426	212-270-0430	
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue		New York	NY	10022	212-906-1370	212-751-4864	Counsel to Official Committee of Unsecured Creditors
Simpson Thatcher & Bartlett LLP	Kenneth S. Ziman, Robert H. Trust, William T. Russell, Jr.	425 Lexington Avenue		New York	NY	10017	212-455-2000	212-455-2502	Counsel to Debtor's Prepetition Administrative Agent, JPMorgan Chase Bank, N.A.
Varnum, Riddering, Schmidt & Howlett	Michael S. McElwee	Bridge Water Place	P.O. Box 352	Grand Rapids	MI	49501	616-336-6827	616-336-7000	

## **EXHIBIT D**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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:  
In re :  
: Chapter 11  
DELPHI CORPORATION, et al., :  
: Case No. 05 – 44481 (RDD)  
Debtors. :  
: (Jointly Administered)  
:  
-----x

NOTICE OF PROPOSED SALE OF LIQUID COOLING TECHNOLOGY  
PURSUANT TO ORDER UNDER 11 U.S.C. § 363 APPROVING  
PROCEDURES TO SELL CERTAIN DE MINIMIS ASSETS FREE AND  
CLEAR OF LIENS, CLAIMS, AND ENCUMBRANCES

PLEASE TAKE NOTICE THAT in accordance with the Order Under 11 U.S.C. § 363 Approving Procedures To Sell Certain De Minimis Assets Free And Clear of Liens, Claims, And Encumbrances And To Pay Market Rate Broker Commissions In Connection With Such Sales Without Further Court Approval (Docket No. 766) (the "De Minimis Asset Sale Order"), Delphi Corporation ("Delphi") and certain of its affiliates, including affiliated chapter 11 Debtors (the "Selling Debtor Entities")<sup>1</sup> hereby gives notice of their intention to sell certain assets related to the Delphi's Liquid Cooling Technology located within North America (the "Acquired Assets") to CoolIT Systems Inc. (the "Buyer") pursuant to the Asset Sale Agreement and Warranty and Service Parts Agreement by and between the Sellers and the Buyer, dated March 25, 2009 (the "Agreements").<sup>2</sup> Buyer is not an "insider" as such term is defined by 11 U.S.C. § 101(31).

PLEASE TAKE FURTHER NOTICE THAT the Acquired Assets includes the machinery and equipment and patents right as defined in the Agreements.

PLEASE TAKE FURTHER NOTICE THAT no broker was used in the sale of the Acquired Assets.

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<sup>1</sup> Under the Agreement (as defined below), the Selling Debtor Entities include Delphi Automotive Systems LLC and Delphi Technologies, Inc. are collectively referred to as the "Sellers."

<sup>2</sup> Copies of the Agreements are attached hereto as Exhibit A.

PLEASE TAKE FURTHER NOTICE THAT pursuant to the Agreements, the Sellers will sell the Acquired Assets to the Buyer for the purchase price of \$225,000.00 (the "Purchase Price") including the terms of the Warranty and Service Parts Agreement.

PLEASE TAKE FURTHER NOTICE THAT the Selling Debtor Entities believe that the Purchase Price accurately reflects the current market value of the Acquired Assets. The Selling Debtors Entities have determined, in their reasonable business judgment, that the Agreements provides for fair and appropriate terms and is a favorable price for the Acquired Assets.

PLEASE TAKE FURTHER NOTICE THAT pursuant to the De Minimis Asset Sale Order, the Sellers will consummate the sale of the Acquired Assets to the Buyer, free and clear of liens, claims, and encumbrances, and take such actions as are necessary to close the transaction, including but not limited to collection of proceeds from the Buyer in connection with the sale of the Acquired Assets, provided that counsel to the Selling Debtor Entities do not receive from a party that receives this Notice a written objection or written request for additional time to evaluate the proposed sale within five business days following initial receipt of this Notice.

PLEASE TAKE FURTHER NOTICE THAT any party interested in submitting a competitive bid for the sale of the Acquired Assets will need to execute a confidentiality agreement, if one has not already been executed.

Dated: New York, New York  
March 31, 2009

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By : /s/ John Wm. Butler, Jr.

John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti

Kayalyn A. Marafioti  
Thomas J. Matz  
Four Times Square  
New York, New York 10036  
(212) 735-3000

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

## **EXHIBIT E**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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:  
In re :  
: Chapter 11  
DELPHI CORPORATION, et al., :  
: Case No. 05 – 44481 (RDD)  
Debtors. :  
: (Jointly Administered)  
:  
-----x

NOTICE OF PROPOSED SALE OF KINETIC SPRAY TECHNOLOGY  
PURSUANT TO ORDER UNDER 11 U.S.C. § 363 APPROVING  
PROCEDURES TO SELL CERTAIN DE MINIMIS ASSETS FREE AND  
CLEAR OF LIENS, CLAIMS, AND ENCUMBRANCES

PLEASE TAKE NOTICE THAT in accordance with the Order Under 11 U.S.C. § 363 Approving Procedures To Sell Certain De Minimis Assets Free And Clear of Liens, Claims, And Encumbrances And To Pay Market Rate Broker Commissions In Connection With Such Sales Without Further Court Approval (Docket No. 766) (the "De Minimis Asset Sale Order"), Delphi Corporation ("Delphi") and certain of its affiliates, including affiliated chapter 11 Debtors (the "Selling Debtor Entities")<sup>1</sup> hereby gives notice of their intention to sell certain assets related to the Delphi's Kinetic Spray Technology located within North America, (the "Acquired Assets") to FW Gartner Thermal Spraying, LTD, (the "Buyer") pursuant to the Master Sale and Purchase Agreement by and between the Sellers and the Buyer, dated March 23, 2009 (the "Agreement").<sup>2</sup> Buyer is not an "insider" as such term is defined by 11 U.S.C. § 101(31).

PLEASE TAKE FURTHER NOTICE THAT the Acquired Assets include the machinery and equipment and patent rights as defined in the Agreement.

PLEASE TAKE FURTHER NOTICE THAT no broker was used in the sale of the Acquired Assets.

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<sup>1</sup> Under the Agreement (as defined below), the Selling Debtor Entities include Delphi Automotive Systems LLC and Delphi Technologies, Inc. are collectively referred to as the "Sellers."

<sup>2</sup> A copy of the Agreement is attached hereto as Exhibit A.

PLEASE TAKE FURTHER NOTICE THAT pursuant to the Agreement, the Sellers will sell the Acquired Assets to the Buyer for the purchase price of \$250,000.00 (the "Purchase Price").

PLEASE TAKE FURTHER NOTICE THAT the Selling Debtor Entities believe that the Purchase Price accurately reflects the current market value of the Acquired Assets. The Selling Debtors Entities have determined, in their reasonable business judgment, that the Agreement provides for fair and appropriate terms and is a favorable price for the Acquired Assets.

PLEASE TAKE FURTHER NOTICE THAT pursuant to the De Minimis Asset Sale Order, the Selling will consummate the sale of the Acquired Assets to the Buyer, free and clear of liens, claims, and encumbrances, and take such actions as are necessary to close the transaction, including but not limited to collection of proceeds from the Buyer in connection with the sale of the Acquired Assets, provided that counsel to the Selling Debtor Entities do not receive from a party that receives this Notice a written objection or written request for additional time to evaluate the proposed sale within five business days following initial receipt of this Notice.

PLEASE TAKE FURTHER NOTICE THAT any party interested in submitting a competitive bid for the sale of the Acquired Assets will need to execute a confidentiality agreement, if one has not already been executed.

Dated: New York, New York  
March 31, 2009

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By : /s/ John Wm. Butler, Jr.

John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti

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Thomas J. Matz  
Four Times Square  
New York, New York 10036  
(212) 735-3000

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

## **EXHIBIT F**

Company	Contact	Address1	Address2	City	State	Zip
Apple	Gopi Kogangi	GSM Manager	1 Infinite Loop MS 304	Cupertino	CA	95015
Vette Corp	Matthew Towse	VP and CFO	2 Wall Street, 4th Floor	Manchester	NH	03101-0000

## **EXHIBIT G**

Company	Contact	Address1	Address2	City	State	Zip	Email
Apple	Gopi Kogangi	GSM Manager	1 Infinite Loop MS 304	Cupertino	CA	95015	<a href="mailto:koganti@apple.com">koganti@apple.com</a>
Vette Corp	Matthew Towse	VP and CFO	2 Wall Street, 4th Floor	Manchester	NH	03101-0000	<a href="mailto:gdannecker@vette.com">gdannecker@vette.com</a> <a href="mailto:gdannecker@vetteccorp.com">gdannecker@vetteccorp.com</a>

## **EXHIBIT H**

Company	Contact	Address1	Address2	City	State	Zip	Fax
Apple	Gopi Kogangi	GSM Manager	1 Infinite Loop MS 304	Cupertino	CA	95015	408-984-1279
Vette Corp	Matthew Towse	VP and CFO	2 Wall Street, 4th Floor	Manchester	NH	03101-0000	603-792-3461

## **EXHIBIT I**

Company	Contact	Address1	Address2	City	State	Zip	Country	Phone	Party/Function
Alcoa Inc.	Roger Kaufold - Technical Specialist	Alcoa Technical Center	100 Technical Drive	Alcoa Center	PA	15069		724-337-4545	Interested Party for Kinetic Spray Assets Sale (Patents+Fixed Assets)
CenterLine (Windsor) Limited	Michael Beneteau - Chief Executive Officer	415 Morton Dr.		Windsor	ON	E9J 3T8	Canada	519-734-8464	Interested Party for Kinetic Spray Assets Sale (Patents+Fixed Assets)
Flame-Spray Industries, Inc.	Keith Kowalsky - President	1 Sintsink Drive East		Port Washington	NY	11050		516-944-3511	Interested Party for Kinetic Spray Assets Sale (Patents+Fixed Assets)
HC Stark	Steve Miller - Research Manager	45 Industrial Place		Newton	MA	02461-0000		617-630-5846	Interested Party for Kinetic Spray Assets Sale (Patents+Fixed Assets)
Inovati	Howard Gabel - President	PO Box 60007		Santa Barbara	CA	93160		805-571-6200	Interested Party for Kinetic Spray Assets Sale (Patents+Fixed Assets)
POM Group	Jyoti Mazumder - CEO/CTO	2350 Pontiac Road		Auburn Hill	MI	48326		248-409-7900	Interested Party for Kinetic Spray Assets Sale (Patents+Fixed Assets)

## **EXHIBIT J**

Company	Contact	Address1	Address2	City	State	Zip	Country	Phone	Fax	Party/Function
Alcoa Inc.	Roger Kaufold - Technical Specialist	Alcoa Technical Center	100 Technical Drive	Alcoa Center	PA	15069		724-337-4545	724-337-1251	Interested Party for Kinetic Spray Assets Sale (Patents+Fixed Assets)
CenterLine (Windsor) Limited	Michael Beneteau - Chief Executive Officer	415 Morton Dr.		Windsor	ON	E9J 3T8	Canada	519-734-8464	519-734-2007	Interested Party for Kinetic Spray Assets Sale (Patents+Fixed Assets)
Flame-Spray Industries, Inc.	Keith Kowalsky - President	1 Sintsink Drive East		Port Washington	NY	11050		516-944-3511	516-944-3512	Interested Party for Kinetic Spray Assets Sale (Patents+Fixed Assets)
HC Stark	Steve Miller - Research Manager	45 Industrial Place		Newton	MA	02461-0000		617-630-5846	617-630-4855	Interested Party for Kinetic Spray Assets Sale (Patents+Fixed Assets)
Inovati	Howard Gabel - President	PO Box 60007		Santa Barbara	CA	93160		805-571-6200	805-571-6200	Interested Party for Kinetic Spray Assets Sale (Patents+Fixed Assets)
POM Group	Jyoti Mazumder - CEO/CTO	2350 Pontiac Road		Auburn Hill	MI	48326		248-409-7900	248-409-7901	Interested Party for Kinetic Spray Assets Sale (Patents+Fixed Assets)